HOLCOMB & DECORT, P.A

ATTORNEYS AND COUNSELORS AT LAW

VICTOR W. HOLCOMB DONALD P. DECORT

April 7, 1998

415 SOUTH HYDE PARK AVENUE TAMPA, FLORIDA 33606 Fax: (813) 254-1302 (813) 254-7739

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

RE:

CMF Holding Corporation

MFC Holding Corporation

80000248394 -n4/n9/98--01052[.]

*****87.50

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Dissolution of CMF Holding Corporation and MFC Holding Corporation. Please file and record the original Articles of Dissolution and use the extra copies to return to the undersigned as a certified copy.

Also enclosed is two (2) firm checks each in the amount of \$87.50, which represents the following:

Filing Fee \$ 35.00 Certified Copy 52.50 TOTAL \$87.50

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & DECORT, P.A.

Victor W. Holcomb

/nml Enclosures

APR 1 5 1998

ARTICLES OF DISSOLUTION OF CMF HOLDING CORPORATION

98 APR -9 PM 3: 15

Pursuant to the provisions of Section 607.1403, Florida Statutes, the undersigned is a partial adopts the following Articles of the Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the Corporation is CMF HOLDING CORPORATION.
- 2. Dissolution was authorized by resolution of the Board of Directors on March 1, 1998.
- 3. Dissolution was approved by the unanimous written consent of the shareholders. No group of shareholders was entitled to vote separately on the plan of dissolution.

Dated this 13 day of March, 1998

CMF HOLDING CORPORATION

Minic Caramagno President and Director